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## Draft Minutes of the Board of Directors

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**DATE AND TIME:** 10 November 2020  
12 Midday to 4pm Melbourne time

**LOCATION:** By video conference

**PRESENT:**

- Alan Cameron AO, Chairperson
- Alice McCleary, Director
- Angelo Giuffrida, Director
- James Atkins, Director
- Kate Cornick, Director
- Matthew Healy, Director
- Peter Elford, Director
- Sandra Davey, Director
- Tania Fryer, Director
- Jackie Korhonen, Observer
- Sarah Leeming, DITRDC

**ALSO IN ATTENDANCE:**

- Rosemary Sinclair, CEO
- Linda Brown, Co Sec
- James Shady, CFO
- Bruce Tonkin, COO
- Clayton Ford, CCO
- Caroline Fritsch, Policy & Strategy
- Sue Brennan, HSRO (8)
- Steph Viljoen, Manager Compliance (11.2)
- Colin Brown HR (8)
- Katherine Sainty, GC (6, 7)
- Rebecca Papillo, MC (10)
- Michael Lewis, MIR, (10)

**APOLOGIES**

- Vicki Middleton, DITRDC
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### 1. Acknowledgement of Country

The Chair acknowledged the Gadigal people of the Eora nation where he was located and paid respects to elders past and present on the lands on which others were participating.

### 2. Welcome, Quorum and Introductions

The Chair welcomed all present. The Chair noted that James Atkins and Angelo Giuffrida had advised that they would be late joining, however there was still a quorum for the meeting.

### 3. Declarations of Interests

The Board noted the Declarations of Interests.

### 4. Previous Board Meeting Matters

#### 4.1. Approval of Previous Minutes

The Board reviewed the Minutes of the meeting held on 12 October 2020.

The Board **resolved** to approve the Minutes of 12 October 2020 as a true and correct record of the meeting.

#### 4.2. Actions Arising

The Board reviewed the actions and noted that all previous actions had either been completed, were on the agenda or in progress.

### **4.3. Elected Director**

The Chair introduced Jackie Korhonen, the newly elected auDA Director, attending as an observer prior to her term commencing on 11 November 2020. The Board congratulated Jackie on her appointment.

### **4.4. AGM**

The Board noted the arrangements for the virtual 2020 Annual General Meeting, scheduled to follow the Board Meeting.

### **4.5. AICD Governance Summit**

The Board discussed Director attendance at the AICD Governance Summit in Sydney on 2 March 2021 and agreed to hold a Board Strategy meeting to align with the Summit.

Action: Arrange a Board Strategy meeting in Sydney on 3 March 2021 to align with timing of the AICD Governance Summit.

## **5. Government Update**

The Chair welcomed Sarah Leeming, DITRDC to the meeting to provide a government update. Ms Leeming particularly noted the:

- digital announcement as part of the jobs plan in the October 2020 Budget
- vital role .au and the internet play in the COVID 19 environment
- Security Legislation Amendment (Critical Infrastructure) Bill 2020 exposure draft consultation - submissions due 27 November 2020
- continuing discussions regarding the Higher Education Legislation Amendment Bill 2020 regarding “university” related domain names.

## **6. Licence Review Panel**

The Board noted the update from PCC Chair on the final stages of the appointment process and the work to develop governance architecture and procedural rules to support the panel. The CEO advised that this work was progressing including producing induction materials.

## **7. Legal Services**

The Board noted the report from General Counsel on the range of legal project work and advice that had been provided in the past month.

Action: Provide the legal advice on the auDA Foundation to the auDA Foundation Chair in preparation for discussion at the December 2020 auDA Board meeting.

## **8. Health, Safety & Wellbeing**

### **8.1. HR Report**

The Board noted the HR report including the HR policy work underway, leave balances and zero WHS incidents, EAP scheme usage and staff movements.

### **8.2. COVID 19 Arrangements**

The Board noted the recent easing of lockdown restrictions in Victoria and management’s advice on the arrangements in place to support staff and the organisation during the COVID 19 pandemic including following up on the results of staff remote working ergonomic assessments and developing an action plan following the staff check-in survey.

### **8.3. Premises**

The Board noted the update on options to lease alternative office space in the existing building to better accommodate a return to the office when conditions allowed and management's advice that a proposal would come to the December 2020 Board meeting.

Action: Provide a draft office relocation proposal to the PCC and discuss any financial implications with the FAC Chair prior to the December 2020 Board meeting.

## **9. Finance Report**

### **9.1. September 2020 & YTD Report**

The Board noted the September 2020 Financial Report and the CFO's advice that the positive net operating profit had continued in October 2020. The Board discussed the presentation of deferred income and revenue recognition. The CEO drew the Board's attention to the reference on the graph to Deferred Income – Current Liability and Non-Current Liability.

## **10. Communications & Stakeholder Engagement Report**

The Board noted the Communications & Stakeholder Engagement Report including recent work with industry groups, participation in NetThing, advisory group reviews, membership and marketing activities and the coming launch of the new website.

The CEO noted that it was Clayton Ford's (CCO) final week at auDA and expressed her deep appreciation for his contribution during the last 12 months.

Action: Confirm the website has been developed to meet accessibility standards.

## **11. Operations Report**

The Board noted the Operations Report including progress on the implementation of the Licencing Rules, strengthening security and the status on domain name volumes. The Board discussed the recent DNS network routing incidents within telco networks in Australia, and opportunities to prevent future issues.

Action: Provide the Board with Closed Complaint Trend Data.

### **11.1. Policy Framework Implementation Update**

The Board discussed progress on implementing the new Policy Framework, in particular Phase 1 – new Registrar Rules and new Licensing Rules and management's recommendation for the commencement date.

The Board **resolved** to set the Commencement date for Part 1 of the *.au Domain Administration Rules: Licensing* in paragraph 1.2.1 to be Monday 12 April 2021 at 00:00 (UTC time). Paragraph 1.2.1 will now read:

"The auDA Rules (with the exception of the Rules relating to the .au namespace, Internationalised Domain Names and id.au namespace), will commence on Monday 12 April 2021 at 00:00 UTC."

Action: Update the Licencing Rules with the Commencement Date.

### **11.2. Compliance Case Study**

The CCO presented a case study of a recent complaint handled by the Compliance Team and reviewed by the Registrant Review Panel, as background to the development of the new Licence Review Panel.

Action: Discuss the issues raised in the Compliance case study at the Licencing Rules workshop.

## **12. Corporate Policy**

### **12.1. Framework Policy**

The Board reviewed the draft Framework Policy and provided guidance on amendments for the next iteration:

- Strengthen the consequence of non-compliance to include 'up to and including dismissal'
- Specify the design principles e.g. plain English, 'policy on a page', simple as possible, tailored to the audience
- Define Tier 1 and Tier 2.

Action: Finalise Framework Policy for approval at the December 2020 Board Meeting.

## **12.2. Delegations Manual**

The Board reviewed the updated Delegations Manual, noting that the Finance & Audit Committee and Chair of People & Culture Committee had reviewed the draft changes. The Board requested further amendments to the purchase of assets, credit card approvals and minor wording changes to clarify intention.

The Board **resolved** to approve the Delegations Manual and confirmed that the FAC has responsibility for periodic review of the Delegations with the PCC as second reviewer for people delegations.

## **12.3. Business Continuity Policy**

The Board reviewed the Draft Business Continuity Policy, noting Chair of the Security & Risk Committee advice that the SRC had reviewed the policy and the supporting Business Continuity Management System and related documents and recommends the policy to the Board for approval.

The Board **resolved** to approve the Business Continuity Policy.

## **13. Board Committee Update**

### **13.1. People & Culture Committee**

The Board noted the draft People & Committee Minutes.

### **13.2. Finance & Audit Committee**

The Board noted the draft Finance & Audit Committee Minutes.

### **13.3. Security & Risk Committee**

The Board noted the Security & Risk Committee update.

## **14. In Camera Session**

The Board held an in-camera session.

## **15. Meeting Close & Next Meeting Dates**

The Board noted the next meeting dates:

- 18 November 2020 – PCC
- 2 December 2020 - Board

Meeting closed at 4:05pm.

## **16. Information papers**

### **16.1. Draft Quarterly Report**

The Board noted the draft Quarterly Report

### **16.2. Draft GASC Minutes**

The Board noted the draft GASC Minutes

**16.3. Draft TASC Minutes**

The Board noted the draft TASC Minutes

**16.4. CENTR Report ICANN69**

The Board noted the ICANN69 Report

Signed as a true and correct record

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**Alan Cameron AO**

**Independent Chairperson**

Date: